



Frederick H. Bruenner	30 Barkers Paint Road Sands Point, New York
Emily M. Cobb	RFD#3, Todd Road Katonah, New York 10536
Robert C. Cobb, Jr.	3 River Street Concord, Massachusetts
Robert J. Coleman	Langdon Avenue Irvington, New York
Frank D'Andrea	153 Ostend Street Johnston, Rhode Island
J. F. Gerrity, II	59 Cramond Road Chestnut Hill, Massachusetts
Leonard Granoff	460 Rochambeau Avenue Providence, Rhode Island
Faridoon Khan, M.D.	219 Cass Avenue Woonsocket, Rhode Island
Stephen C. Kaye	42 West 70th Street New York, New York
Sol Koffler	600 Blackstone Blvd. Providence, Rhode Island
Benjamin K. Lemel	59 Wooley Lane Great Neck, New York
Virginia T. Madeira	Two Keene Street Providence, Rhode Island
Rudy K. Meiselman	40 Blackstone Boulevard Providence, Rhode Island
Kenneth E. Munroe	Harbour Island Narragansett, Rhode Island 02881
Sally B. Munsill	195 Jacobs Street Seekonk, Massachusetts
Arthur M. Pappas M.D.	120 Robin Road Weston, Mass. 02193
Lydia C. Perkins	203 Highland Street Dedham, Mass. 02026
Pathfinder Resources, Inc.	P.O. Box 7235 Nashville, Tennessee
Martin S. Quigley	One Locust Avenue Larchmont, New York
Nelson J. Rohrbach, Jr.	38 Heights Road Ridgewood, New Jersey
Lavinia Rosenthal	318 Dodds Lane Princeton, New Jersey
Philip H. Seaver	16 Harbor Avenue Marblehead, Massachusetts

Robert E. Siegfried

12 Oakland Street  
Lexington, Massachusetts

Vincent West

44 Barkers Point Road  
Sands Point, New York "

2. Paragraph VI of the Certificate is amended to reflect the change in the amount of cash to be contributed by the limited partners and, accordingly, Paragraph VI is amended to read as follows:

"VI. The amount of cash which each limited partner has contributed, the total additional amount each has agreed to contribute, the date of such additional contributions and the number of units of limited partnership interest subscribed for by each limited partner are as follows:

TOTAL CASH CONTRIBUTED AND ADDITIONAL CASH TO BE  
CONTRIBUTED ON THE FOLLOWING DATES

	Contributed as of		Due		Due		Total Contribution	Total No. Units
	12/31/74	2/1/75	6/30/75	2/1/76	6/30/76			
Thomas A. Bradley, Jr.	50,000	5,000	-	5,000	-	60,000	1	
J.C. Brown & Co.	50,000	5,000	-	5,000	-	60,000	1	
John Nicholas Brown	100,000	10,000	-	10,000	-	120,000	2	
Browning Trust	50,000	5,000	-	5,000	-	60,000	1	
Frederick H. Bruenner	25,000	2,500	-	2,500	-	30,000	1/2	
Malcolm G. Chace, III	22,500	2,500	-	2,500	-	27,500	1/2	
Smily M. Cobb	25,000	-	20,000	-	5,000	50,000	10/12	
Robert C. Cobb, Jr.	17,500	-	14,000	-	3,500	35,000	7/12	
Robert J. Coleman	50,000	5,000	-	5,000	-	60,000	1	
Frank D'Andrea	15,000	-	12,000	-	3,000	30,000	1/2	
F. Gerrity II	15,000	-	12,000	-	3,000	30,000	1/2	
Leonard Granoff	30,000	-	24,000	-	6,000	60,000	1	
Stephen C. Kaye	25,000	2,500	-	2,500	-	30,000	1/2	
Haridoon Khan, M.D.	15,000	-	12,000	-	3,000	30,000	1/2	
Pol Koffler	30,000	-	24,000	-	6,000	60,000	1	
Benjamin K. Lemel	50,000	5,000	-	5,000	-	60,000	1	
Virginia T. Madeira	130,000	10,000	24,000	10,000	6,000	180,000	3	
Rudy K. Meiselman	50,000	5,000	-	5,000	-	60,000	1	
Kenneth E. Munroe	15,000	-	12,000	-	3,000	30,000	1/2	
Gally B. Munsill	50,000	5,000	-	5,000	-	60,000	1	
Arthur M. Pappas, M.D.	15,000	-	12,000	-	3,000	30,000	1/2	
Lydia C. Perkins	17,500	-	14,000	-	3,500	35,000	7/12	
Pathfinder Resources, Inc.	50,000	5,000	-	5,000	-	60,000	1	
Martin S. Quigley	25,000	2,500	-	2,500	-	30,000	1/2	
Nelson J. Rohrbach, Jr.	30,000	-	24,000	-	6,000	60,000	1	
Avina Rosenthal	50,000	5,000	-	5,000	-	60,000	1	
Philip H. Seaver	32,500	2,500	6,000	2,500	1,500	45,000	3/4	
Robert E. Siefried	32,500	2,500	6,000	2,500	1,500	45,000	3/4	
Vincent West	25,000	2,500	-	2,500	-	30,000	1/2	
	1,092,500	82,500	216,000	82,500	54,000	1,527,500	25 1/2"	

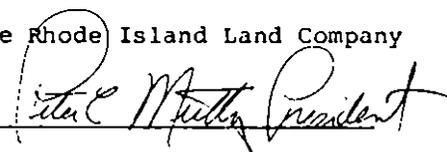
3. Paragraph IX of the Certificate relating to the share of the net profits or other compensation by way of income which the limited partner shall receive by reason of his contribution is amended to read as follows:

"IX. The share of the net profits or other compensation by way of income which each limited partner shall receive by reason of his contribution is 3.92% per unit (100.0% for all limited partners) until he shall have received cash distributions equal to 100% of his cash contributions to the Partnership's capital and 2.55% per unit (65% for all limited partners) thereafter."

GENERAL PARTNER

The Rhode Island Land Company

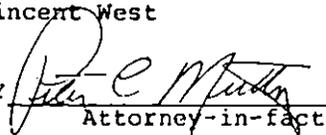
BY

  
Peter E. Muntz, President

LIMITED PARTNERS

Thomas A. Bradley, Jr.  
J.C. Brown & Company  
John Nicholas Brown  
James A. Browning, Willa B.  
Browning and Donald Browning,  
as Trustees u/w James H. Browning  
Frederick H. Bruenner  
Malcolm G. Chace III  
Emily M. Cobb  
Robert C. Cobb, Jr.  
Robert J. Coleman  
Frank D'Andrea  
J. F. Gerrity II  
Leonard Granoff  
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Martin S. Quigley  
Nelson J. Rohrbach, Jr.  
Lavinia Rosenthal  
Philip H. Seaver  
Robert E. Siegfried  
Vincent West

BY

  
Peter E. Muntz  
Attorney-in-fact



REC-01  
STATE 3862 (J)\*\*\*\$50.00